

RECORDATION NO. 16129-0, P FILED

APR 24 '98

11-25 AM

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

April 24, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies each of the following secondary documents as defined in the Board's Rules for the Recordation of Documents: Lease Supplement No. 7 to Rail Trust 88-4, dated April 3, 1998, and Security Agreement and Trust Indenture to Rail Trust 88-4, Supplement No. 8, dated April 3, 1998.

The enclosed documents relate to the Equipment Lease Agreement previously filed with the Commission under Recordation Number 16129.

The names and addresses of the parties to the enclosed documents are:

Lease Supplement No. 7

Lessor: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Lessee: GE Capital Railcar Associates, Inc.
33 West Monroe Street
Chicago, Illinois 60603

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SURFACE TRANSPORTATION
BOARD

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Counterpart - JWH

Mr. Vernon A. Williams
April 24, 1998
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Security Agreement and Trust Indenture
Supplement No. 8

Owner Trustee: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Security Trustee: State Street Bank
225 Franklin Street
Boston, Massachusetts 02110

A description of the changes in reporting marks and road numbers of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached to the Supplements.

Also enclosed is a check in the amount of \$52.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

ROBERT W. ALVORD
ALVORD AND ALVORD
918 SIXTEENTH ST., NW., STE. 200
WASHINGTON, DC., 20006-2973

DATE:4/24/98

DEAR SIR:

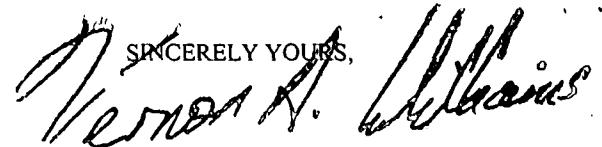
THE ENCLOSED DOCUMENT(S) WAS RECORDED PURSUANT TO THE PROVISIONS OF 49 USC 11301

AND 49 CFR 1177.3 (C), ON AT 4/24/98

11:25 AM

ASSIGNED RECORDATION NUMBER(S). 16126- L, 16126-M, 16127--P, 16127-Q, 16129-O, 16129-P, 16687-M,
16687- N, 16688-Q AND 16688- R.

SINCERELY YOURS,



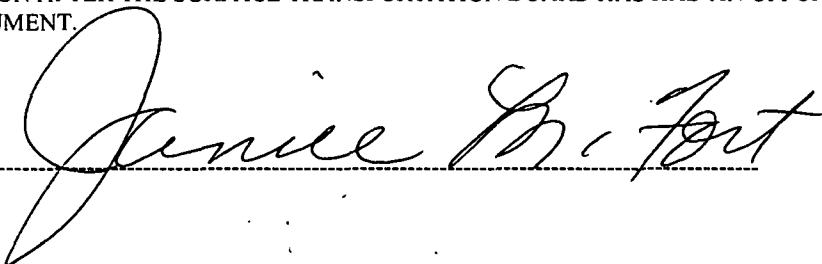
VERNON A. WILLIAMS
SECRETARY

ENCLOSURE(*S)

260.00

\$-----THE AMOUNT INDICATED AT THE LEFT HAS BEEN RECEIVED IN PAYMENT OF A FEE IN CONNECTION WITH A DOCUMENT FILED ON THE DATE SHOWN. THIS RECEIPT IS ISSUED FOR THE AMOUNT PAID. IN THE EVENT OF AN ERROR OR ANY QUESTIONS CONCERNING THIS FEE, YOU WILL RECEIVE NOTIFICATION AFTER THE SURFACE TRANSPORTATION BOARD HAS HAD AN OPPORTUNITY TO EXAMINE YOUR DOCUMENT.

SIGNATURE-----



**LEASE SUPPLEMENT NO. 7
TO RAIL TRUST 88-4**

APR 24 '98

11-25 AM

LEASE SUPPLEMENT NO. 7 ("LEASE SUPPLEMENT NO. 7) between WILMINGTON TRUST COMPANY, a Delaware banking corporation, in its individual capacity as expressly provided herein and otherwise solely as Owner Trustee ("Lessor") under RAIL TRUST NO. 88-4, and GE CAPITAL RAILCAR ASSOCIATES, INC., a Delaware corporation ("Lessee"), as assignee in interest to Itel Rail Corporation.

WHEREAS, Lessee leased from Lessor certain units of railroad equipment pursuant to an Equipment Lease Agreement (the "Equipment Lease") as supplemented, dated as of December 15, 1988, between Lessor and Lessee, which was filed and recorded with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303(a) on December 30, 1988 and given Recordation No. 16129; and

WHEREAS, pursuant to Section 4.2 of the Equipment Lease, Lessee shall file periodic supplements to the Equipment Lease to reflect changes in the reporting marks of certain of the units of Equipment.

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Equipment Lease, the parties hereby agree as follows:

1. All capitalized terms used herein shall have the meanings ascribed to them in the Equipment Lease, unless otherwise stated.


2. The Equipment Lease is hereby supplemented as follows:

- (i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1997
December 31, 1997.

3. This Lease Supplement No. 7 may be executed in any number of counterparts, all of which taken together shall constitute one and the same Lease Supplement No. 7, and any party hereto may execute this Lease Supplement No. 7 by signing one or more counterparts

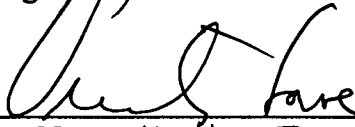
LESSOR:

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as Owner
Trustee under Rail Trust No. 88-4

By: 
Name: Charlotte Paglia
Title: Financial Services Officer
Date: 4/3/98

LESSEE:

GE CAPITAL RAILCAR ASSOCIATES, INC.
as assignee in interest to IteL Rail Corporation

By: 
Name: Winston I. Lowe
Title: Sr. Vice President
Date: 4/21/98

ACKNOWLEDGED BY:

STATE STREET BANK,
as Security Trustee

By: _____
Name:
Title:
Date:

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE) SS

On this 21st day of April, 1998, before me personally appeared
CHARLOTTE PAGLIA, personally known to me to be the person who executed
this instrument as Financial Services Officer WILMINGTON TRUST
COMPANY., and acknowledged to me that the corporation executed it.

Patricia W. Zink
Notary Public

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS

PATRICIA W. ZINK
NOTARY PUBLIC
My commission expires July 12, 1999

On this 21st day of April, 1998, before me personally appeared
Winston I. Lowe, personally known to me to be the person who executed
this instrument as Sr. Vice President GE CAPITAL RAILCAR
ASSOCIATES, INC., and acknowledged to me that the corporation executed it.

Ricki Knapp
Notary Public

STATE OF MASSACHUSETTS)
)
COUNTY OF SUFFOLK) SS BOSTON



On this ___ day of _____, 1998, before me personally appeared
_____, personally known to me to be the person who executed
this instrument as STATE STREET BANK, and acknowledged to me that the corporation
executed it.

Notary Public

2. The Equipment Lease is hereby supplemented as follows:

- (i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1997
December 31, 1997.

3. This Lease Supplement No. 7 may be executed in any number of counterparts, all of which taken together shall constitute one and the same Lease Supplement No. 7, and any party hereto may execute this Lease Supplement No. 7 by signing one or more counterparts

LESSOR:

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as Owner
Trustee under Rail Trust No. 88-4

By: _____
Name:
Title:
Date:

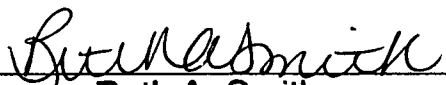
LESSEE:

GE CAPITAL RAILCAR ASSOCIATES, INC.
as assignee in interest to Itel Rail Corporation

By: _____
Name:
Title:
Date:

ACKNOWLEDGED BY:

STATE STREET BANK,
as Security Trustee

By: 
Name: Ruth A. Smith
Title: Vice President
Date: 3/6/98

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE) SS

On this ____ day of _____, 1998, before me personally appeared _____, personally known to me to be the person who executed this instrument as _____ WILMINGTON TRUST COMPANY., and acknowledged to me that the corporation executed it.

Notary Public

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS

On this ____ day of _____, 1998, before me personally appeared _____, personally known to me to be the person who executed this instrument as _____ GE CAPITAL RAILCAR ASSOCIATES, INC., and acknowledged to me that the corporation executed it.

Notary Public

STATE OF MASSACHUSETTS)
)SS BOSTON
COUNTY OF SUFFOLK)

On this 6th day of march, 1998, before me personally appeared Ruth A. Smith, personally known to me to be the person who executed this instrument as STATE STREET BANK, and acknowledged to me that the corporation executed it.

ROSE MARIE MOGAURO
Notary Public
My Commission Expires January 14, 2005

Rose Marie Mogauro
Notary Public

SCHEDULE A

<u>OLD MARK</u>	<u>OLD NUMBER</u>	<u>NEW MARK</u>	<u>NEW NUMBER</u>
CC	005071	DME	006121
CC	005072	PLCX	012515
DSRC	012008	PLCX	012008
DSRC	012016	PLCX	012016
DSRC	012676	PLCX	012676
GSOR	008318	HS	023037
PLCX	012012	DME	006120
PLCX	012014	DME	006046
PLCX	012136	NRI	012136
PLCX	012155	DME	006057
PLCX	012460	DME	006049
PLCS	012468	FMR	006051